#### Amendments to the Claims:

The Claim Listing below will replace all prior version of the claims in the application:

#### Claim Listing

1. (Original) A compound having the formula:

or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof,

4 wherein

2

6

19

T is a 14-, 15-, or 16-membered macrolide connected via a macrocyclic ring carbon atom;

R<sup>1</sup> and R<sup>3</sup> independently are selected from the group consisting of: (a) H, (b) a

 $C_{1-6}$  alkyl group, (c) a  $C_{2-6}$  alkenyl group, (d) a  $C_{2-6}$  alkynyl group, (e)  $-C(O)R^5$ ,

8 (f)  $-C(O)OR^5$ , (g)  $-C(O)-NR^4R^4R^4R^4$ , (h)  $-C(S)R^5$ , (i)  $-C(S)OR^5$ , (j)  $-C(O)SR^5$ , or (k)  $-C(S)-C(O)OR^5$ 

9  $NR^4R^4R^4R^4$ ;

 $R^2$  is hydrogen or  $-OR^{12}$ ;

D is selected from the group consisting of:

(a) a single bond, (b) a  $C_{1-6}$  alkyl group, (c) a  $C_{2-6}$  alkenyl group; (d) a  $C_{2-6}$  alkynyl

group; (e) -C(O)-X-, (f) -C(O)O-X-, (g)  $-C(O)NR^4R^4-X-$ ,

(h)  $-C(=NR^4)-X-$ , (i)  $-C(=NR^4)O-X-$ , (j)  $-C(=NR^4)N-X-$ ,

15 (k)  $-SO_2-X-$ , (l)  $-C(NR^4)NR^4-X-$ , (m) -C(S)-X-,

(n)  $-C(S)NR^4-X-$ , (o)  $-C(NR^4)S-X-$ , or (p) -C(O)S-X-, wherein

i) 0-2 carbon atoms in any of (b)–(d) of D immediately above optionally

is replaced by a moiety selected from the group consisting of O,

 $S(O)_p$ , and  $NR^4$ ,

20	ii)	each of the groups (b)-(d) immediately above optionally is substituted
21		with one or more R <sup>5</sup> groups,
22	iii)	alternatively when R <sup>5</sup> is present as an optional substituent on (b)-(d),
23		R <sup>3</sup> and R <sup>5</sup> can be taken together with the atoms to which they are
24		attached to form a 3-7 membered ring, and
25	iv)	X is selected from the group consisting of (aa) a C <sub>1-6</sub> alkyl group, (bb)
26		a C <sub>2-6</sub> alkenyl group, or (cc) a C <sub>2-6</sub> alkynyl group, wherein each of
27		groups (aa)-(cc) optionally is substituted with one or more R <sup>5</sup> groups;
28	F is selected from the	group consisting of:
29	(a) a single bond, (b) a C <sub>1-6</sub> alkyl group, (c) a C <sub>2-6</sub> alkenyl group, (d) a C <sub>2-6</sub> alkynyl	
30	group, wherein	
31	i)	0-2 carbon atoms in any of (b)-(d) of F immediately above optionally
32		is replaced by a moiety selected from the group consisting of O,
33		$S(O)_p$ , and $NR^4$ ,
34	ii)	any of (b)-(d) of F immediately above optionally is substituted with
35		one or more R <sup>5</sup> groups, and
36	iii)	any of (b)-(d) of F immediately above optionally is substituted with
37		C <sub>1-6</sub> alkyl-R <sup>5</sup> groups;
38	E is selected from the group consisting of:	
39	(a) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one	
40	or more heteroatoms selected from the group consisting of nitrogen, oxygen, and	
41	sulfur,	
42	(b) a 3-10 membered saturated, unsaturated, or aromatic carbocycle,	
43	(c) a -W-[3-10 membered saturated, unsaturated, or aromatic heterocycle containing	
44	one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and	
45	sulfur],	
46	(d) a -W-[ 3-10 membered saturated, unsaturated, or aromatic carbocycle],	
47	(e) $-C(O)-$ , (f) $-C(O)O-$ , (g) $-C(O)NR^4-$ , (h) $-C(=NR^4)-$ ,	
48	$(i) - C (= NR^4)$	O-, (j) $-C(=NR^4)NR^4$ -, (k) $-OC(O)$ -, (l) $-OC(O)O$ -,
49	(m) -OC(O)N	$NR^4$ -, (n) $-NR^4C(O)$ -, (o) $-NR^4C(O)O$ -,

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(p) -NR^4C(O)NR^4-, (q) -NR^4C(=NR^4)NR^4-, (r) -S(O)_p-,
50
                                            (s) -NR^4S(O)_2-, (t) -S(O)_2NR^4-, (u) -C(N-OR^4)-, (v) -CH_2-,
51
                                            (w) -C(N-NR^4R^4)-, (x) -C(S)NR^4-, (y) -NR^4C(S)-, (z) -C(S)O-, or
52
                                            (aa) - OC(S) -, wherein
53
                                                                           any of (a)-(d) immediately above optionally is substituted with one or
                                                           i)
54
                                                                           more R<sup>5</sup> groups; and
55
                                                                           W is selected from the group consisting of:
56
                                                            ii)
                                                                            (aa) -OCO-, (bb) -OC(O)O-, (cc) -OC(O)NR^4-,
57
                                                                           (dd) -NR<sup>4</sup>C(O)O-, (ee) -OCNOR<sup>4</sup>-,
58
                                                                            (ff) -NR^4 - C(O)O - (gg) - C(S)(NR^4) - (hh) - NR^4 - (hh) - (
59
                                                                           (ii) -OC(S)O-, (jj) -OC(S)NR^4-, (kk) -NR^4C(S)O-, (ll) -
60
                                                                           OC(S)NOR^4-, (mm) -C(S)O-, (nn)-,OC(S)-, (oo) -C(O)-, (pp) -
61
                                                                            C(O)O-, (qq) -C(O)NR^4-, (rr) -C(=NR^4)-.
62
                                                                            (ss) -C(=NR^4)O-, (tt) -C(=NR^4)NR^4-, (uu) -OC(O)-, (vv) -
63
                                                                            OC(O)O-, (ww) -OC(O)NR^4-, (xx) -NR^4C(O)-, (yy) -NR^4C(O)O-,
64
                                                                            (zz) - NR^4C(O)NR^4 -, (aaa) -NR^4C(=NR^4)NR^4 -, (bbb) -S(O)_p -, (ccc)
65
                                                                           -NR^4S(O)_2-, (ddd) -S(O)_2NR^4-, (eee) -C(N-OR^4)-, (fff) -C(N-OR^4)
66
                                                                            NR^4R^4)-, (ggg) -C(S)NR^4-, or (hhh) -NR^4C(S)-;
67
                            G is selected from the group consisting of: (a) B' and (b) B'-Z-B", wherein
68
                                                                            each B' and B" is independently selected from the group consisting of
                                                            i)
69
                                                                            (aa) an aryl group, (bb) a heteroaryl group, (cc) a biaryl group, (dd) a
70
                                                                            fused bicyclic or tricyclic saturated, unsaturated or aromatic ring
71
                                                                            system optionally containing one or more heteroatoms selected from
72
                                                                            the group consisting of nitrogen, oxygen, and sulfur, (ee) a 3-10
73
                                                                            membered saturated or unsaturated heterocycle containing one or
74
                                                                            more heteroatoms selected from the group consisting of nitrogen,
75
                                                                            oxygen, and sulfur, (ff) a 3-10 membered saturated, or unsaturated
76
                                                                            carbocycle, wherein each (aa)-(ff) optionally is substituted with one or
77
                                                                            more R<sup>11</sup> groups; and
78
                                                                            Z is selected from the group consisting of
79
                                                            ii)
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80	(aa) a single bond, (bb) a C <sub>1-2</sub> alkyl group, (cc) a C <sub>2</sub> alkenyl group,
81	(dd) a $C_2$ alkynyl group, (ee) $-C(O)-$ , (ff) $-C(O)O-$ , (gg) $-C(O)NR^4-$ ,
82	(hh) $-C(=NR^4)$ -, (ii) $-C(=NR^4)O$ -, (jj) $-C(=NR^4)NR^4$ -, (kk) $-S(O)_p$ -,
83	(11) $-OC(O)$ – ,(mm) $-C(S)$ – ,(nn) $-C(S)NR^4$ – ,(oo) $-C(NR^4)S$ – ,(pp) –
84	$C(O)S-$ , $(qq) -O-$ , $(rr) -NR^4-$ , $(ss) -NR^4C(O)-$ , $(tt) -OC(NR^4)-$ , $(uu)$
85	$-NC(NR^4)-$ , $(vv) -C(S)O-$ , $(ww) -SC(O)-$ , or $(xx) -OC(S)-$ ;
86	R <sup>4</sup> , at each occurrence, independently is selected from the group consisting of:
87	(a) H, (b) a C <sub>1-6</sub> alkyl group, (c) a C <sub>2-6</sub> alkenyl group, (d) a C <sub>2-6</sub> alkynyl group, (e) a
88	$C_{6-10}$ saturated, unsaturated, or aromatic carbocycle, (f) a 3-12 membered saturated,
89	unsaturated, or aromatic heterocycle containing one or more heteroatoms selected
90	from the group consisting of nitrogen, oxygen, and sulfur, (g) -C(O)-C <sub>1-6</sub> alkyl, (h) -
91	$C(O)-C_{2-6}$ alkenyl, (i) $-C(O)-C_{2-6}$ alkynyl, (j) $-C(O)-C_{6-10}$ saturated, unsaturated, or
92	aromatic carbocycle, (k) -C(O)-3-12 membered saturated, unsaturated, or aromatic
93	heterocycle containing one or more heteroatoms selected from the group consisting
94	of nitrogen, oxygen, and sulfur, (l) $-C(O)O-C_{1-6}$ alkyl, (m) $-C(O)O-C_{2-6}$ alkenyl,
95	$(n) - C(O)O - C_{2-6}$ alkynyl,
96	(o) -C(O)O-C <sub>6-10</sub> saturated, unsaturated, or aromatic carbocycle, p) -C(O)O-3-12
97	membered saturated, unsaturated, or aromatic heterocycle containing one or more
98	heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and
99	$q) - C(O)NR^6R^6,$
00	wherein any of (b)–(p) optionally is substituted with one or more R <sup>5</sup> groups,
01	alternatively, NR <sup>4</sup> R <sup>4</sup> forms a 3-7 membered saturated, unsaturated or aromatic ring including
02	the nitrogen atom to which the R <sup>4</sup> groups are bonded, wherein said ring is optionally substituted at a
03	position other than the nitrogen atom to which the R <sup>4</sup> groups are bonded, with one or more moieties
04	selected from the group consisting of O, S(O) <sub>p</sub> , N, and NR <sup>8</sup> ;
05	R <sup>5</sup> is selected from the group consisting of:
06	(a) R <sup>7</sup> , (b) a C <sub>1-8</sub> alkyl group, (c) a C <sub>2-8</sub> alkenyl group, (d) a C <sub>2-8</sub> alkynyl group, (e) a
07	C <sub>3-12</sub> saturated, unsaturated, or aromatic carbocycle, and (f) a 3-12 membered
08	saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms
09	selected from the group consisting of nitrogen, oxygen, and sulfur, or two R <sup>5</sup> groups,

110	when present on the same carbon atom can be taken together with the carbon atom to	
111	which they are attached to form a spiro 3-6 membered carbocyclic ring or	
112	heterocyclic ring containing one or more heteroatoms selected form the group	
113	consisting of nitrogen, oxygen, and sulfur;	
114	wherein any of (b)-(f) immediately above optionally is substituted with one	
115	or more R <sup>7</sup> groups;	
116	R <sup>6</sup> , at each occurrence, independently is selected from the group consisting of:	
117	(a) H, (b) a C <sub>1-6</sub> alkyl group, (c) a C <sub>2-6</sub> alkenyl group, (d) a C <sub>2-6</sub> alkynyl group, (e) a	
118	C <sub>3-10</sub> saturated, unsaturated, or aromatic carbocycle, and (f) a 3-10 membered	
119	saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms	
120	selected from the group consisting of nitrogen, oxygen, and sulfur,	
121	wherein any of (b)-(f) optionally is substituted with one or more moieties	
122	selected from the group consisting of:	
123	(aa) a carbonyl group, (bb) a formyl group, (cc) F, (dd) Cl, (ee) Br, (ff)	
124	I, (gg) CN, (hh) NO <sub>2</sub> , (ii) –OR <sup>8</sup> ,	
125	$(jj) -S(O)_pR^8$ , $(kk) -C(O)R^8$ , $(ll) -C(O)OR^8$ ,	
126	$(mm) -OC(O)R^8, (nn) -C(O)NR^8R^8,$	
127	(oo) $-OC(O)NR^8R^8$ , (pp) $-C(=NR^8)R^8$ ,	
128	$(qq) - C(R^8)(R^8)OR^8, (rr) - C(R^8)_2OC(O)R^8,$	
129	(ss) $-C(R^8)(OR^8)(CH_2)_rNR^8R^8$ , (tt) $-NR^8R^8$ ,	
130	$(uu) -NR^8OR^8, (vv) -NR^8C(O)R^8,$	
131	$(ww) - NR^8C(O)OR^8, (xx) - NR^8C(O)NR^8R^8,$	
132	$(yy) -NR^8S(O)_rR^8, (zz) -C(OR^8)(OR^8)R^8,$	
133	(ab) $-C(R^8)_2NR^8R^8$ , (ac) $=NR^8$ ,	
134	$(ad) - C(S)NR^8R^8$ , $(ae) - NR^8C(S)R^8$ ,	
135	(af) $-OC(S)NR^8R^8$ , (ag) $-NR^8C(S)OR^8$ ,	
136	$(ah) -NR^8C(S)NR^8R^8$ , $(ai) -SC(O)R^8$ ,	
137	(aj) a $C_{1-8}$ alkyl group, (ak) a $C_{2-8}$ alkenyl group, (al) a $C_{2-8}$ alkynyl	
138	group, (am) a $C_{1-8}$ alkoxy group, (an) a $C_{1-8}$ alkylthio group, (ao) a	
139	C <sub>1-8</sub> acyl group, (ap) –CF <sub>3</sub> ,	

140	(aq) $-SCF_{3}$ , (ar) a $C_{3-10}$ saturated, unsaturated, or aromatic carbocycle
141	and (as) a 3-10 membered saturated, unsaturated, or aromatic
142	heterocycle containing one or more heteroatoms selected from the
143	group consisting of nitrogen, oxygen, and sulfur,
144	alternatively, NR <sup>6</sup> R <sup>6</sup> forms a 3-10 membered saturated, unsaturated or aromatic ring
145	including the nitrogen atom to which the R <sup>6</sup> groups are attached wherein said ring is optionally
146	substituted at a position other than the nitrogen atom to which the R <sup>6</sup> groups are bonded, with one o
147	more moieties selected from the group consisting of O, S(O) <sub>p</sub> , N, and NR <sup>8</sup> ;
148	alternatively, CR <sup>6</sup> R <sup>6</sup> forms a carbonyl group;
149	R <sup>7</sup> , at each occurrence, is selected from the group consisting of:
150	(a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) $-CF_3$ ,
151	(h) $-CN$ , (i) $-N_3$ (j) $-NO_2$ , (k) $-NR^6(CR^6R^6)_tR^9$ , (l) $-OR^9$ , (m) $-S(O)_pC(R^6R^6)_tR^9$ ,
152	$(n) - C(O)(CR^6R^6)_tR^9, (o) - OC(O)(CR^6R^6)_tR^9, (p) - SC(O)(CR^6R^6)_tR^9, (q) - C(O)(CR^6R^6)_tR^9, (q) - C(O)(CR^$
153	$C(O)O(CR^6R^6)_tR^9$ , (r) $-NR^6C(O)(CR^6R^6)_tR^9$ , (s) $-C(O)NR^6(CR^6R^6)_tR^9$ , (t) $-$
154	$C(=NR^6)(CR^6R^6)_tR^9$ , (u) $-C(=NNR^6R^6)(CR^6R^6)_tR^9$ , (v) $-$
155	$C(=NNR^6C(O)R^6)(CR^6R^6)_tR^9$ , (w) $-C(=NOR^9)(CR^6R^6)_tR^9$ , (x) $-$
156	$NR^{6}C(O)O(CR^{6}R^{6})tR^{9}, (y) -OC(O)NR^{6}(CR^{6}R^{6})tR^{9}, (z) -NR^{6}C(O)NR^{6}(CR^{6}R^{6})tR^{9},$
157	(aa) $-NR^6S(O)_p(CR^6R^6)_tR^9$ , (bb) $-S(O)_pNR^6(CR^6R^6)_tR^9$ , (cc) $-$
158	$NR^6S(O)_pNR^6(CR^6R^6)_tR^9$ , (dd) $-NR^6R^6$ , (ee) $-NR^6(CR^6R^6)$ , (ff) $-OH$ , (gg) $-NR^6R^6$ ,
159	(hh) $-OCH_3$ , (ii) $-S(O)_pR^6$ , (jj) $-NC(O)R^6$ , (kk) a $C_{1-6}$ alkyl group, (ll) a $C_{2-6}$ alkenyl
160	group, (mm) a $C_{2-6}$ alkynyl group, (nn) $-C_{3-10}$ saturated, unsaturated, or aromatic
161	carbocycle, and (oo) 3-10 membered saturated, unsaturated, or aromatic heterocycle
162	containing one or more heteroatoms selected from the group consisting of nitrogen,
163	oxygen, and sulfur,
164	wherein any of (kk)-(oo) optionally is substituted with one or more R <sup>9</sup>
165	groups;
166	alternatively, two R <sup>7</sup> groups may form -O(CH <sub>2</sub> ) <sub>u</sub> O-;
167	R <sup>8</sup> is selected from the group consisting of:

.68	(a) $R^3$ ,(b) H, (c) a $C_{1-6}$ alkyl group, (d) a $C_{2-6}$ alkenyl group, (e) a $C_{2-6}$ alkynyl group,
.69	(f) a C <sub>3-10</sub> saturated, unsaturated, or aromatic carbocycle, (g) a 3-10 membered
70	saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms
71	selected from the group consisting of nitrogen, oxygen, and sulfur, (h) $-C(O)-C_{1-6}$
72	alkyl, (i) $-C(O)-C_{1-6}$ alkenyl, (j) $-C(O)-C_{1-6}$ alkynyl, (k) $-C(O)-C_{3-10}$ saturated,
73	unsaturated, or aromatic carbocycle, and (l) -C(O)-3-10 membered saturated,
74	unsaturated, or aromatic heterocycle containing one or more heteroatoms selected
75	from the group consisting of nitrogen, oxygen, and sulfur,
76	wherein any of (c)-(k) optionally is substituted with one or more moieties
177	selected from the group consisting of: (aa) H, (bb) F, (cc) Cl, (dd) Br, (ee) I,
78	(ff) CN, (gg) NO <sub>2</sub> , (hh) OH, (ii) NH <sub>2</sub> , (jj) NH(C <sub>1-6</sub> alkyl), (kk) N(C <sub>1-6</sub> alkyl) <sub>2</sub> ,
179	(ll) a C <sub>1-6</sub> alkoxy group, (mm) an aryl group, (nn) a substituted aryl group,
180	(00) a heteroaryl group, (pp) a substituted heteroaryl group, and qq) a
181	C <sub>1-6</sub> alkyl group optionally substituted with one or more moieties selected
182	from the group consisting of an aryl group, a substituted aryl group, a
183	heteroaryl group, a substituted heteroaryl group, F, Cl, Br, I, CN, NO2, CF3,
184	SCF <sub>3</sub> , and OH;
185	R <sup>9</sup> , at each occurrence, independently is selected from the group consisting of:
186	(a) R <sup>10</sup> , (b) a C <sub>1-6</sub> alkyl group, (c) a C <sub>2-6</sub> alkenyl group, (d) a C <sub>2-6</sub> alkynyl group, e) a
187	C <sub>3-10</sub> saturated, unsaturated, or aromatic carbocycle, and f) a 3-10 membered
188	saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms
189	selected from the group consisting of nitrogen, oxygen, and sulfur,
190	wherein any of (b)–(f) optionally is substituted with one or more R <sup>10</sup> groups;
191	R <sup>10</sup> , at each occurrence, independently is selected from the group consisting of:
192	(a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) $-CF_3$ , (h) $-CN$ , (i) $-NO_2$ , (j) $-NR^6R^6$ , (k)
193	$-OR^6$ , (I) $-S(O)_pR^6$ , (m) $-C(O)R^6$ , (n) $-C(O)OR^6$ , (o) $-OC(O)R^6$ , (p) $NR^6C(O)R^6$ ,
194	$(q) - C(O)NR^6R^6$ , $(r) - C(=NR^6)R^6$ , $(s) - NR^6C(O)NR^6R^6$ , $(t) - NR^6S(O)pR^6$ , $(u) - R^6C(O)NR^6R^6$ , $(t) - NR^6S(O)pR^6$ , $(t) - NR^6S(O)$
195	$S(O)_pNR^6R^6$ , (v) $-NR^6S(O)_pNR^6R^6$ , (w) a $C_{1-6}$ alkyl group, (x) a $C_{2-6}$ alkenyl group,
196	(y) a $C_{2-6}$ alkynyl group, (z) a $C_{3-10}$ saturated, unsaturated, or aromatic carbocycle,
197	and (aa) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing

198	one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and
199	sulfur,
200	wherein any of (w)-(aa) optionally is substituted with one or more moieties
201	selected from the group consisting of R <sup>6</sup> , F, Cl, Br, I, CN, NO <sub>2</sub> , -OR <sup>6</sup> , -NH <sub>2</sub> ,
202	-NH(C <sub>1-6</sub> alkyl), -N(C <sub>1-6</sub> alkyl) <sub>2</sub> , a C <sub>1-6</sub> alkoxy group, a C <sub>1-6</sub> alkylthio group,
203	and a C <sub>1-6</sub> acyl group;
204	R <sup>11</sup> each occurrence, independently is selected from the group consisting of:
205	(a) a carbonyl group, (b) a formyl group, (c) F, (d) Cl, (e) Br, (f) I, (g) CN, (h) NO <sub>2</sub> ,
206	(i) $OR^8$ , (j) $-S(O)_pR^8$ , (k) $-C(O)R^8$ , (l) $-C(O)OR^8$ ,
207	$(m) - OC(O)R^8$ , $(n) - C(O)NR^8R^8$ , $(o) - OC(O)NR^8R^8$ ,
208	(p) $-C(=NR^8)R^8$ , (q) $-C(R^8)(R^8)OR^8$ , (r) $-C(R^8)_2OC(O)R^8$ ,
209	(s) $-C(R^8)(OR^8)(CH_2)_rNR^8R^8$ , (t) $-NR^8R^8$ , (u) $-NR^8OR^8$ ,
210	$(v) - NR^8C(O)R^8, (w) - NR^8C(O)OR^8, (x) - NR^8C(O)NR^8R^8, (y) - NR^8S(O)_rR^8, (z) -$
211	$C(OR^8)(OR^8)R^8$ , (aa) $-C(R^8)_2NR^8R^8$ , (bb) $=NR^8$ , (cc) $-C(S)NR^8R^8$ , (dd) $-$
212	$NR^8C(S)R^8$ , (ee) $-OC(S)NR^8R^8$ , (ff) $-NR^8C(S)OR^8$ , (gg) $-NR^8C(S)NR^8R^8$ , (hh) $-$
213	SC(O)R <sup>8</sup> , (ii) a C <sub>1-8</sub> alkyl group, (jj) a C <sub>2-8</sub> alkenyl group, (kk) a C <sub>2-8</sub> alkynyl group,
214	(ll) a C <sub>1-8</sub> alkoxy group, (mm) a C <sub>1-8</sub> alkylthio group, (nn) a C <sub>1-8</sub> acyl group, (00) a
215	C <sub>3-10</sub> saturated, unsaturated, or aromatic carbocycle, and (pp) a 3-10 membered
216	saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms
217	selected from the group consisting of nitrogen, oxygen, and sulfur, wherein (ii)-(kk)
218	optionally are substitued with one or more R <sup>5</sup> groups;
219	R <sup>12</sup> is selected from the group consisting of:
220	(a) H, (b) a C <sub>1-6</sub> alkyl group, (c) a C <sub>2-6</sub> alkenyl group, (d) a C <sub>2-6</sub> alkynyl group, (e) –
221	$C(O)R^5$ , (f) $-C(O)OR^5$ , (g) $-C(O)-NR^4R^4R^4R^4$ , (h) $-C(S)R^5$ , (i) $-C(S)OR^5$ , (j) $-C(S)OR^5$
222	$C(O)SR^5$ , (k) $-C(S)-NR^4R^4R^4R^4$ , (l) a $C_{3-10}$ saturated, unsaturated, or aromatic
223	carbocycle, or (m) a 3-10 membered saturated, unsaturated, or aromatic heterocycle
224	containing one or more heteroatoms selected from the group consisting of nitrogen,
225	oxygen, and sulfur, (n) a $-(C_{1-6} \text{ alkyl}) - C_{3-10}$ saturated, unsaturated, or aromatic
226	carbocycle, or (o) a $-(C_{1-6} \text{ alkyl})-3-10$ membered saturated, unsaturated, or aromatic

227	heterocycle co	ontaining one or more heteroatoms selected from the group consisting
228	of nitrogen, oxygen, and sulfur,	
229	wherei	in (a)–(d) and (l)–(o) optionally are substitued with one or more R <sup>5</sup>
230	groups	
231	p at each occurrence i	is 0, 1, or 2;
232	r at each occurrence is	s 0, 1, or 2;
233	t at each occurrence is	s 0, 1, or 2;
234	u at each occurrence i	is 1, 2, 3, or 4;
235	provided that	
236	i)	when T is a 14 or 15 membered macrolide D-E is not
237		o', o', or o',
238		
239	ii)	when T is a 14 or 15 membered macrolide F-B' is not
240		f, f, f, or f,
241		
242	iii)	when T is a 14 or 15 membered macrolide B'-Z-B" is not
243		B'-Z', B'-Z', B'-Z', or B'-Z',
244		
245	iv)	when T is a 14 or 15 membered macrolide R <sup>11</sup> is not

v) when the compound has formula I and T is

D is not a single bond or a -CH<sub>2</sub>-,

- vi) when the compound has formula I and T is a 14 or 15 membered macrolide -D-E-F- is not a -CH<sub>2</sub>-,
- vii) when the compound has formula I and T is a 14 or 15 membered macrolide -D-E-F-G- is not a chemical moiety selected from the chemical moieties listed in Table A

### Table A

3-	75 N	752 N	N N
32~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	~555 N	72 OH	
32 N	FSE N	-32 N	

, and

viii) when the compound has formula II and T is a 16 membered macrolide

i. -D-E- is not a glycoside attached via its anomeric carbon,

ii. -D-E-F-G is not a C<sub>1-4</sub> (alkyl), C<sub>2-4</sub>(alkenyl), or C<sub>2-4</sub>(alkynyl) chain bonded to a 5-10 membered monocyclic or bicyclic carbocyle or heterocycle or bonded to a 5 or 6 membered carbocycle or heterocycle further bonded to a 5 or 6 membered carbocycle or heterocycle, any of said carbocycles or heterocycles being optionally substituted with one or more groups selected from the group consisting of (aa) -OH, (bb) -F, (cc) -Cl, (dd) -I, and (ee) - NO<sub>2</sub>, and

iii. -D-E-F-G- is not a chemical moiety selected from the chemical

#### Table B

moieties listed in Table B.

2. (Original) A compound according to claim 1, having the formula:

- or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein T, D, E, F, G, R<sup>1</sup>, 3
- $R^2$  and  $R^3$  are as described in claim 1. 4

5

(Currently amended) A compound according to claim 1-or-2 having the formula: 3.

2

- or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein T, D, E, F, G, R<sup>1</sup>, 3
- $R^2$  and  $R^3$  are as described in claim 1. 4

5

(Currently amended) A compound according to claim 1 or 2 having the formula: 4.

$$T \xrightarrow{QR^1} R^3$$

$$N \xrightarrow{N} R^3$$

$$CH_2 \xrightarrow{R^2}$$

II

- 2
- or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein T, D, E, F, G, R<sup>1</sup>, 3  $R^2$  and  $R^3$  are as described in claim 1. 4

5

2

3

(Currently amended) A compound according to any one of claims 1-4claim 1, or a 5. pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein T is a 14- or 15membered macrolide connected via a macrocyclic ring carbon atom.

4

(Currently amended) A compound according to any one of claims 1-5 claim 1, or a 6. pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein G is B'.

3

1	7. (Currently amended) A compound according to claim 6 or a pharmaceutically		
2	acceptable salt, ester, N-oxide, or prodrug thereof wherein B' is selected from the group consisting		
3	of: (a) an aryl group, (b) a heteroaryl group, (c) a biaryl group, and (d) a fused bicyclic or tricyclic		
4	unsaturated or aromatic ring system optionally containing one or more carbonyl groups and one or		
5	more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, wherein each		
6	(a)-(d) optionally is substituted with one or more R <sup>11</sup> groups.		
7			
1	8. (Currently amended) A compound according to claim 6, or a pharmaceutically		
2	acceptable salt, ester, N-oxide, or prodrug thereof wherein E is		
3	(a) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one		
4	or more heteroatoms selected from the group consisting of nitrogen, oxygen, and		
5	sulfur,		
6	(b) a 3-10 membered saturated, unsaturated, or aromatic carbocycle,		
7	(c) a -W-[3-10 membered saturated, unsaturated, or aromatic heterocycle containing		
8	one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and		
9	sulfur],		
10	(d) a -W-[ 3-10 membered saturated, unsaturated, or aromatic carbocycle],		
11	(e) $-C(O)-$ , (f) $-C(O)O-$ , (g) $-C(O)NR^4-$ , (h) $-C(=NR^4)-$ ,		
12	(i) $-C(=NR^4)O$ -, (j) $-C(=NR^4)NR^4$ -, (k) $-OC(O)$ -, (l) $-OC(O)O$ -,		
13	$(m) -OC(O)NR^4 -, (n) -NR^4C(O) -, (o) -NR^4C(O)O -,$		
14	(p) $-NR^4C(O)NR^4-$ , (q) $-NR^4C(=NR^4)NR^4-$ , (r) $-S(O)_p-$ ,		
15	(s) $-NR^4S(O)_2-$ , (t) $-S(O)_2NR^4-$ , (u) $-C(N-OR^4)-$ , (v) $-C(N-NR^4R^4)-$ ,		
16	(w) $-C(S)NR^4$ -, (x) $-NR^4C(S)$ -, (y) $-C(S)O$ -, or (z) $-OC(S)$ -, wherein		
17	i) any of (a)-(d) immediately above optionally is substituted with one or		
18	more R <sup>5</sup> groups; and		
19	ii) W is selected from the group consisting of:		
20	(aa) $-OCO-$ , (bb) $-OC(O)O-$ , (cc) $-OC(O)NR^4-$ , (dd) $-NR^4C(O)O-$ ,		
21	(ee) $-OCNOR^4$ -, (ff) $-NR^4$ -C(O)O-, (gg) $-C(S)(NR^4)$ -, (hh) $-NR^4$ -		
22	(ii) -OC(S)O-, (jj) -OC(S)NR <sup>4</sup> -, (kk) -NR <sup>4</sup> C(S)O-, (ll) -		
23	$OC(S)NOR^4$ -, (mm) -C(S)O-, (nn) -OC(S)-, (oo) -C(O)-, (pp) -		

24	C(O)C	$(qq) - C(O)NR^4 -, (rr) - C(=NR^4) -, (ss) - C(=NR^4)O -, (tt) -$
25	C(=N]	$R^4$ ) $NR^4$ -, (uu) -OC(O)-, (vv) -OC(O)O-, (ww) -OC(O) $NR^4$ -,
26	(xx) –	$NR^4C(O)$ -, (yy) - $NR^4C(O)O$ -, (zz) - $NR^4C(O)NR^4$ -, (aaa) -
27	NR <sup>4</sup> C	$(=NR^4)NR^4$ -, (bbb) $-S(O)_p$ -, (ccc) $-NR^4S(O)_2$ -, (ddd) -
28	$S(O)_2$	$NR^4$ -, (eee) $-C(N-OR^4)$ -, (fff) $-C(N-NR^4R^4)$ -, (ggg) -
29	C(S)N	$R^4$ -, or (hhh) -NR $^4$ C(S)
30		
1	9. (Currently amended)	A compound according to any one of claims 1-8 claim 1, or a
2	pharmaceutically acceptable salt, es	ter, N-oxide, or prodrug thereof wherein
3	D is selected from the group	consisting of (a) a C <sub>1-6</sub> alkyl group, (b) a C <sub>2-6</sub> alkenyl group, and
4	(c) a C <sub>2-6</sub> alkynyl gro	up, wherein
5	i) 0-2 car	rbon atoms in any of (a)–(c) of D immediately above optionally
6	is repla	ced by a moiety selected from the group consisting of O, S(O) <sub>p</sub> ,
7	and NF	24,
8	ii) any of	(a)–(c) of D immediately above optionally is substituted with
9	one or	more R <sup>5</sup> groups; and
10	F is selected from the group	consisting of (a) a single bond, (b) a C <sub>1-6</sub>
11	alkyl group, (c) a C <sub>2</sub> -	alkenyl group, and (d) a C <sub>2-6</sub> alkynyl group, wherein
12	i) 0-2 ca	rbon atoms in any of (b)–(d) of F immediately above optionally
13	is repla	ced by a moiety selected from the group consisting of O, S(O) <sub>p</sub> ,
14	and NF	2 <sup>4</sup> ;
15	ii) any of	(b)–(d) of F immediately above optionally is substituted with
16	one or	more R <sup>5</sup> groups; and
17	iii) any of	(b)–(d) of F immediately above optionally is substituted with C <sub>1</sub>
18	6 alkyl	$-R^5$ .
19		
1	10. (Currently amended)	A compound according to claim 9, or a pharmaceutically
2	acceptable salt, ester, N-oxide, or pr	odrug thereof wherein
3	F is selected from the group	consisting of

4	(a) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one
5	or more heteroatoms selected from the group consisting of nitrogen, oxygen, and
6	sulfur,
7	(b) a 3-10 membered saturated, unsaturated, or aromatic carbocycle,
8	(c) a -W-[3-10 membered saturated, unsaturated, or aromatic heterocycle containing
9	one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and
10	sulfur],
11	(d) a -W-[ 3-10 membered saturated, unsaturated, or aromatic carbocycle],
12	(e) $-C(O)$ , (f) $-C(O)O$ , (g) $-C(O)NR^4$ , (h) $-C(=NR^4)$ , (i) $-C(=NR^4)O$ , (j) $-$
13	$C(=NR^4)NR^4-$ , (k) $-OC(O)-$ , (l) $-OC(O)O-$ ,
14	(m) $-OC(O)NR^4$ -, (n) $-NR^4C(O)$ -, (o) $-NR^4C(O)O$ -, (p) $-NR^4C(O)NR^4$ -, (q) $-$
15	$NR^4C(=NR^4)NR^4-$ , (r) $-S(O)_p-$ , (s) $-NR^4S(O)_2-$ , (t) $-S(O)_2NR^4-$ , (u) $-C(N-OR^4)-$ ,
16	$(v) - CH_2 -, (w) - C(N - NR^4R^4) -, (x) - C(S)NR^4, (Y) - NR^4C(S) -, (Z) - C(S)O -, or (aa)$
17	-OC(S)-, wherein
18	i) any of (a)-(d) immediately above optionally is substituted with one or
19	more R <sup>5</sup> groups; and
20	ii) W is selected from the group consisting of:
21	(aa) $-OCO-$ , (bb) $-OC(O)O-$ , (cc) $-OC(O)NR^4-$ ,
22	$(dd) -NR^4C(O)O-, (ee) -OCNOR^4-,$
23	(ff) $-NR^4-C(O)O-$ , (gg) $-C(S)(NR^4)-$ , (hh) $-NR^4$ ,
24	(ii) $-OC(S)O-$ , (jj) $-OC(S)NR^4-$ , (kk) $-NR^4C(S)O-$ , (ll) $-$
25	$OC(S)NOR^4$ -, (mm) $-C(S)O$ -, (nn)- $OC(S)$ , (oo) $-C(O)$ -, (pp) -
26	$C(O)O-, (qq) -C(O)NR^4-, (rr) -C(=NR^4)-,$
27	(ss) $-C(=NR^4)O-$ , (tt) $-C(=NR^4)NR^4-$ , (uu) $-OC(O)-$ , (vv) $-OC(O)O-$
28	, (ww) $-OC(O)NR^4$ -, (xx) $-NR^4C(O)$ -, (yy) $-NR^4C(O)O$ -, (zz) -
29	$NR^4C(O)NR^4$ -, (aaa) $-NR^4C(=NR^4)NR^4$ -, (bbb) $-S(O)_p$ -, (ccc) -
30	$NR^4S(O)_2$ -, (ddd) $-S(O)_2NR^4$ -, (eee) $-C(N-OR^4)$ -, (fff) $-C(N-OR^4)$ -
31	$NR^4R^4$ )-, (ggg) -C(S) $NR^4$ -, or (hhh)- $NR^4$ C(S)

2

3

4

5

6

10

2

9

2

3

4

11. (Currently amended) A compound according to claim 10, or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein

E is selected from the group consisting of:

- (a) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and
- (b) a 3-10 membered saturated, unsaturated, or aromatic carbocycle,

  wherein (a) and (b) immediately above optionally is substituted with one more R<sup>5</sup>

  groups.
  - 12. (Currently amended) A compound according to claim 9, or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein

3 E is selected from the group consisting of:

- 4 (a) -C(O)-, (b) -C(O)O-, (c)  $-C(O)NR^4-$ , (d)  $-C(=NR^4)-$ ,
- 5 (e)  $-C(=NR^4)O-$ , (f)  $-C(=NR^4)NR^4-$ , (g) -OC(O)-, (h) -OC(O)O-, (i)  $-OC(O)NR^4-$ ,
- 6 (j)  $-NR^4C(O)-$ , (k)  $-NR^4C(O)O-$ , (l)  $-NR^4C(O)NR^4-$ , (m)  $-NR^4C(=NR^4)NR^4-$ , (n)  $-NR^4C(NR^4)NR^4-$ , (n)  $-NR^4C(NR^4)NR^4-$
- $S(O)_p$ -, (o)  $-NR^4S(O)_2$ -, (p)  $-S(O)_2NR^4$ -, (q)  $-C(N-OR^4)$ -, (r)  $-CH_2$ -, (s)  $-C(N-OR^4)$
- $NR^4R^4$ )-, (t), -C(S) $NR^4$ , (u) - $NR^4$ C(S)-, (v) -C(S)O, and (w) -OC(S)-.
  - 13. (Currently amended) A compound according to any one of according to any one of elaims 1-12claim 1, wherein T is:

- or an N-oxide, pharmaceutically acceptable salt, ester or prodrug thereof,
- 6 wherein:

```
M is selected from the group consisting of:
 7
                        (a) -C((O)-, (b)) - CH(-OR^{114})-, (c) - NR^{114}-CH_2-, (d) - CH_2-NR^{114}-, (e) -
 8
                        CH(NR^{114}R^{114})-, (f) -C(=NNR^{114}R^{114})-, (g) -NR^{114}--C(O)-, (h) -C(O)NR^{114}-, (i) -
 9
                        C(=NR^{114})-, and (i) -CR^{115}R^{115}-, (k) -C(=NOR^{127})-;
10
               R^{100} is selected from the group consisting of H and C_{1-6} alkyl;
11
               R<sup>101</sup> is selected from the group consisting of:
12
                        (a) H, (b) Cl, (c) F, (d) Br, (e) I, (f) -NR^{114}R^{114}, (g) -NR^{114}C(O)R^{114}, (h) -OR^{114},
13
                        (i) -OC(O)R^{114}, (i) -OC(O)OR^{114}, (k) -OC(O)NR^{114}R^{114}, (l) -O-C_{1-6} alkyl,
14
                        (m) -OC(O)-C_{1-6} alkyl, (n) -OC(O)O-C_{1-6} alkyl, (o) -OC(O)NR^{114}-C_{1-6} alkyl,
15
                        (p) C_{1-6} alkyl, (q) C_{1-6} alkenyl, (r) C_{1-6} alkynyl,
16
                                 wherein any of (1) - (r) optionally is substituted with one or more R^{115} groups;
17
               R^{102} is H;
18
                R<sup>103</sup> is selected from the group consisting of:
19
                        (a) H<sub>1</sub> (b) -OR^{114}, (c) -O-C_{1-6} alkyl-R^{115}, (d) -OC(O)R^{114},
20
                        (e) -OC(O)-C_{1-6} alkyl-R^{115}, (f) -OC(O)OR^{114}, (g) -OC(O)O-C_{1-6} alkyl-R^{115},
21
                        (h) -OC(O)NR^{114}R^{114}, (i) -OC(O)NR^{114}-C_{1-6} alkyl-R^{115}, and
22
                        (j)
23
24
                alternatively, R<sup>102</sup> and R<sup>103</sup> taken together form a carbonyl group;
25
26
                alternatively, R<sup>101</sup> and R<sup>103</sup> taken together are a single bond between the respective carbons
27
                to which these two groups are attached thereby creating a double bond between the carbons
28
                to which R<sup>100</sup> and R<sup>102</sup> are attached;
29
30
                alternatively, R^{101} and R^{103} taken together are an epoxide moiety.
31
32
                R<sup>104</sup> is selected from the group consisting of:
```

```
(a) H, (b) R^{114}, (c) -C(O)R^{114}(d) -C(O)OR^{114} (e) -C(O)NR^{114}R^{114}, (f) -C_{1-6} alkyl-K-
34
                        R^{114}, (g) -C_{2-6} alkenyl-K-R^{114}, and (h) -C_{2-6} alkynyl-K-R^{114};
35
               alternatively R<sup>103</sup> and R<sup>104</sup>, taken together with the atoms to which they are bonded, form:
36
                                                    R<sup>114</sup>-N
37
               K is selected from the group consisting of:
38
                        (a) -C(O), (b) -C(O)O, (c) -C(O)NR^{114}, (d) -C(=NR^{114}), (e) -C(=NR^{114})O,
39
                        (f) - C(=NR^{114})NR^{114} -, (g) - OC(O) -, (h) - OC(O)O -, (i) - OC(O)NR^{114} -,
40
                        (i) -NR^{114}C(O)-, (k) -NR^{114}C(O)O-, (l) -NR^{114}C(O)NR^{114}-,
41
                        (m) -NR^{114}C(=NR^{114})NR^{114}-, and (o) -S(O)_p-:
42
               R<sup>105</sup> is selected from the group consisting of:
43
                        (a) R^{114}, (b) -OR^{114}, (c) -NR^{114}R^{114}, (d) -O-C_{1-6} alkyl-R^{115}, (e) -C(O)-R^{114},
44
                        (f) -C(O)-C_{1-6} alkyl-R^{115}, (g) -OC(O)-R^{114}, (h) -OC(O)-C_{1-6} alkyl-R^{115},
45
                        (i) -OC(O)O-R^{114}, (j) -OC(O)O-C_{1-6} alkyl-R^{115}, (k) -OC(O)NR^{114}R^{114},
46
                        (1) -OC(O)NR^{114}-C_{1-6} alkyl-R^{115}, (m) -C(O)-C_{2-6} alkenyl-R^{115}, and
47
                        (n) -C(O)-C_{2-6} alkynyl-R^{115};
48
               alternatively, R<sup>104</sup> and R<sup>105</sup>, taken together with the atoms to which they are bonded, form:
49
50
                        wherein
51
                                 Q is CH or N, and R^{126} is -OR^{114}, -NR^{114} or R^{114};
52
               alternatively, R<sup>104</sup> and R<sup>105</sup>, taken together with the atoms to which they are bonded, form:
53
54
                        wherein
55
                                          R<sup>101</sup> is as defined above;
                                 i)
56
```

57	ii)	alternately, R <sup>101</sup> and R <sup>109</sup> may be taken together form a carbonyl
58		group;
59	iii)	alternately, R <sup>101</sup> and R <sup>109</sup> may be taken together to form the group –
60		$O(CR^{116}R^{116})_{u}O-;$
61		
62	alternatively, R <sup>104</sup> ar	nd R <sup>105</sup> , taken together with the atoms to which they are bonded, form:
		MM
		HO T
63	•	HO
64	i)	$R^{130}$ is -OH, =C(O), or $R^{114}$ ,
65	ii)	$R^{131}$ is -OH, =C(O), or $R^{114}$ ,
66	iii)	alternately, R <sup>130</sup> and R <sup>131</sup> together with the carbons to which they are
67		attached form a 3-7 membered saturated, unsaturated or aromatic
68		carbocyclic or heterocyclic ring which can optionally be substituted
69		with one or more R <sup>114</sup> groups;
70		
71	R <sup>106</sup> is selected from	the group consisting of:
72	(a) $-OR^{114}$ , (	b) $-C_{1-6}$ alkoxy $-R^{115}$ , (c) $-C(O)R^{114}$ , (d) $-OC(O)R^{114}$ , (e) $-OC(O)OR^{114}$ ,
73	(f) -OC(O)N	$1R^{114}R^{114}$ , and (g) $-NR^{114}R^{114}$ ,
74	alternatively, R <sup>105</sup> and R <sup>106</sup> taken together with the atoms to which they are attached form a	
75	5-membered ring by attachr	nent to each other through a chemical moiety selected from the group
76	consisting of:	
77	(a) $-OC(R^{115})$	$^{5})_{2}O-$ , (b) $-OC(O)O-$ , (c) $-OC(O)NR^{114}-$ , (d) $-NR^{114}C(O)O-$ ,
78	(e) -OC(O)N	$NOR^{114}$ -, (f) - $NOR^{114}$ -C(O)O-, (g) -OC(O)NNR <sup>114</sup> R <sup>114</sup> -,
79	(h) -NNR <sup>114</sup>	$R^{114}$ – $C(O)O$ –, (i) – $OC(O)C(R^{115})_2$ –, (j) – $C(R^{115})_2C(O)O$ –, (k) – $OC(S)O$ –
80	, (1) -OC((S))	$NR^{114}$ -, (m) $-NR^{114}C(S)O$ -, (n) $-OC(S)NOR^{114}$ -, (o) $-NOR^{114}$ - $C(S)O$ -,
81	(p) -OC(S)N	$INR^{114}R^{114}$ -, (q) -NNR <sup>114</sup> R <sup>114</sup> -C(S)O-, (r) -OC(S)C(R <sup>115</sup> ) <sub>2</sub> -, and (s) -
82	$C(R^{115})_2C(S)$	)O-;
83	alternatively, M, R <sup>10</sup>	of, and R <sup>106</sup> taken together with the atoms to which they are attached
84	form:	

wherein J is selected from the group consisting of O, S and NR<sup>114</sup>;

alternatively, M and R<sup>104</sup> taken together with the atoms to which they are attached form:

96 97 98 99 100 R<sup>107</sup> is selected from the group consisting of 101 (a) H, (b)  $-C_{1-4}$  alkyl, (c)  $-C_{2-4}$  alkenyl, which can be further substituted with  $C_{1-12}$ 102 alkyl or one or more halogens, (d) -C<sub>2-4</sub> alkynyl, which can be further substituted 103 with  $C_{1-12}$  alkyl or one or more halogens, (e) aryl or heteroaryl, which can be further 104 substituted with  $C_{1-12}$  alkyl or one or more halogens, (f) -C(O)H, (g) -COOH, (h) -105 CN, (i)  $-COOR^{114}$ , (j)  $-C(O)NR^{114}R^{114}$ , (k)  $-C(O)R^{114}$ , and (l)  $-C(O)SR^{114}$ , wherein 106 (b) is further substituted with one or more substituents selected from the group 107 consisting of (aa) -OR<sup>114</sup>, (bb) halogen, (cc) -SR<sup>114</sup>, (dd) C<sub>1-12</sub> alkyl, which can be 108 further substituted with halogen, hydroxyl, C<sub>1-6</sub> alkoxy, or amino, (ee) -OR<sup>114</sup>, (ff) -109 SR<sup>114</sup>, (gg) -NR<sup>114</sup>R<sup>114</sup>, (hh) -CN, (ii)-NO<sub>2</sub>, (jj) -NC(O)R<sup>114</sup>, (kk) -COOR<sup>114</sup>, (ll) -110  $N_3$ , (mm) = N-O-R<sup>114</sup>, (nn) = NR<sup>114</sup>, (oo) = N-NR<sup>114</sup>R<sup>114</sup>, (pp) = N-NH-C(O)R<sup>114</sup>, and 111  $(qq) = N-NH-C(O)NR^{114}R^{114};$ 112 alternatively R<sup>106</sup> and R<sup>107</sup> are taken together with the atom to which they are attached to 113 form an epoxide, a carbonyl, an olefin, or a substituted olefin, or a C<sub>3</sub>-C<sub>7</sub> carbocyclic, carbonate, or 114 carbamate, wherein the nitrogen of said carbamate can be further substituted with a C<sub>1</sub>-C<sub>6</sub> alkyl; 115 R<sup>108</sup> is selected from the group consisting of: 116 (a)  $C_{1-6}$  alkyl, (b)  $C_{2-6}$  alkenyl, and (c)  $C_{2-6}$  alkynyl, 117 wherein any of (a)–(c) optionally is substituted with one or more R<sup>114</sup> groups; 118  $R^{111}$  is selected from the group consisting of H and  $-C(O)R^{114}$ ; 119 R<sup>112</sup> is selected from the group consisting of H, OH, and OR<sup>114</sup>; 120

R<sup>113</sup> is selected from the group consisting of:

22	(a) H, (b) $R^{114}$ , (c) $-C_{1-6}$ alkyl $-K-R^{117}$ , (d) $-C_{2-6}$ alkenyl $-K-R^{117}$ , and
23	(e) $-C_{2-6}$ alkynyl $-K-R^{114}$ ,
24	wherein any of (c)-(e) optionally is substituted with one or more R <sup>115</sup> groups;
25	R <sup>114</sup> , at each occurrence, independently is selected from the group consisting of:
26	(a) H, (b) $C_{1-6}$ alkyl, (c) $C_{2-6}$ alkenyl, (d) $C_{2-6}$ alkynyl, (e) $C_{6-10}$ saturated, unsaturated,
27	or aromatic carbocycle, (f) 3-12 membered saturated, unsaturated, or aromatic
28	heterocycle containing one or more heteroatoms selected from the group consisting
29	of nitrogen, oxygen, and sulfur, (g) -C(O)-C <sub>1-6</sub> alkyl, (h) -C(O)-C <sub>2-6</sub> alkenyl, (i) -
30	$C(O)-C_{2-6}$ alkynyl, (j) $-C(O)-C_{6-10}$ saturated, unsaturated, or aromatic carbocycle, (k)
31	-C(O)-3-12 membered saturated, unsaturated, or aromatic heterocycle containing
32	one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and
33	sulfur, (l) $-C(O)O-C_{1-6}$ alkyl, (m) $-C(O)O-C_{2-6}$ alkenyl, (n) $-C(O)O-C_{2-6}$ alkynyl,
34	(o) -C(O)O-C <sub>6-10</sub> saturated, unsaturated, or aromatic carbocycle, (p) -C(O)O-3-12
.35	membered saturated, unsaturated, or aromatic heterocycle containing one or more
36	heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and
37	$(q) - C(O)NR^{116}R^{116}$ ,
38	wherein any of (b)–(p) optionally is substituted with one or more R <sup>115</sup> groups,
39	wherein one or more non-terminal carbon moieties of any of (b)-(d)
40	optionally is replaced with oxygen, S(O) <sub>p</sub> , or -NR <sup>116</sup> ,
41	alternatively, NR <sup>114</sup> R <sup>114</sup> forms a 3-7 membered saturated, unsaturated or aromatic ring
42	including the nitrogen atom to which the R <sup>114</sup> groups are bonded and optionally one or more
143	moieties selected from the group consisting of O, S(O) <sub>p</sub> , N, and NR <sup>118</sup> ;
44	R <sup>115</sup> is selected from the group consisting of:
145	(a) $R^{117}$ , (b) $C_{1-8}$ alkyl, (c) $C_{2-8}$ alkenyl, (d) $C_{2-8}$ alkynyl, (e) $C_{3-12}$ saturated,
146	unsaturated, or aromatic carbocycle, (f) 3-12 membered saturated, unsaturated, or
47	aromatic heterocycle containing one or more heteroatoms selected from the group
148	consisting of nitrogen, oxygen, and sulfur,
149	wherein any of (b)-(f) optionally is substituted with one or more R <sup>117</sup> groups;
150	R <sup>116</sup> , at each occurrence, independently is selected from the group consisting of:

151	(a) H, (b) C <sub>1-6</sub> alkyl, (c) C <sub>2-6</sub> alkenyl, (d) C <sub>2-6</sub> alkynyl, (e) C <sub>3-10</sub> saturated, unsaturated,
152	or aromatic carbocycle, and (f) 3-10 membered saturated, unsaturated, or aromatic
153	heterocycle containing one or more heteroatoms selected from the group consisting
154	of nitrogen, oxygen, and sulfur,
155	wherein one or more non-terminal carbon moieties of any of (b)-(d)
156	optionally is replaced with oxygen, S(O) <sub>p</sub> , or -NR <sup>114</sup> , wherein any of (b)-(f)
157	optionally is substituted with one or more moieties selected from the group
158	consisting of:
159	(aa) carbonyl, (bb) formyl, (cc) F, (dd) Cl, (ee) Br, (ff) I, (gg) CN, (hh)
160	$N_3$ , (ii) $NO_2$ , (jj) $OR^{118}$ , (kk) $-S(O)_pR^{118}$ , (ll) $-C(O)R^{118}$ , (mm) $-$
161	$C(O)OR^{118}$ , (nn) $-OC(O)R^{118}$ , (oo) $-C(O)NR^{118}R^{118}$ , (pp) $-$
162	$OC(O)NR^{118}R^{118}$ , $(qq) - C(=NR^{118})R^{118}$ , $(rr) - C(R^{118})(R^{118})OR^{118}$ , (ss)
163	$-C(R^{118})_2OC(O)R^{118}$ , (tt) $-C(R^{118})(OR^{118})(CH_2)_rNR^{118}R^{118}$ , (uu) $-$
164	$NR^{118}R^{118}$ ; (vv) $-NR^{118}OR^{118}$ , (ww) $-NR^{118}C(O)R^{118}$ , (xx) $-$
165	$NR^{118}C(O)OR^{118}$ , (yy) $-NR^{118}C(O)NR^{118}R^{118}$ , (zz) $-NR^{118}S(O)_rR^{118}$ ,
166	(ab) $-C(OR^{118})(OR^{118})R^{118}$ , (ac) $-C(R^{118})_2NR^{118}R^{118}$ , (ad) $=NR^{118}$ ,
167	(ae) $-C(S)NR^{118}R^{118}$ , (af) $-NR^{118}C(S)R^{118}$ , (ag) $-OC(S)NR^{118}R^{118}$ ,
168	(ah) $-NR^{118}C(S)OR^{118}$ , (ai) $-NR^{118}C(S)NR^{118}R^{118}$ , (aj) $-SC(O)R^{118}$ ,
169	(ak) $C_{1-8}$ alkyl, (al) $C_{2-8}$ alkenyl, (am) $C_{2-8}$ alkynyl, (an) $C_{1-8}$ alkoxy,
170	(ao) C <sub>1-8</sub> alkylthio, (ap) C <sub>1-8</sub> acyl, (aq) saturated, unsaturated, or
171	aromatic C <sub>3-10</sub> carbocycle, and (ar) saturated, unsaturated, or aromatic
172	3-10 membered heterocycle containing one or more heteroatoms
173	selected from the group consisting of nitrogen, oxygen, and sulfur,
174	alternatively, NR <sup>116</sup> R <sup>116</sup> forms a 3-10 membered saturated, unsaturated or aromatic ring
175	including the nitrogen atom to which the R <sup>116</sup> groups are attached and optionally one or more
176	moieties selected from the group consisting of O, S(O) <sub>p</sub> , N, and NR <sup>118</sup> ;
177	alternatively, CR <sup>116</sup> R <sup>116</sup> forms a carbonyl group;
178	R <sup>117</sup> , at each occurrence, is selected from the group consisting of:
179	(a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) $(CR^{116}R^{116})_rCF_3$ , (h) $(CR^{116}R^{116})_rCN$ ,
180	(i) $(CR^{116}R^{116})_rNO2$ , (j) $(CR^{116}R^{116})_rNR^{116}(CR^{116}R^{116})_tR^{116}$ , (k) $(CR^{116}R^{116})_rOR^{119}$ ,

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(I) (CR^{116}R^{116})_rS(O)_p(CR^{116}R^{116})_tR^{119}, (m) (CR^{116}R^{116})_rC(O)(CR^{116}R^{116})_tR^{119},
181
                           (n) (CR^{116}R^{116})_rOC(O)(CR^{116}R^{116})_tR^{119}, (o) (CR^{116}R^{116})_rSC(O)(CR^{116}R^{116})_tR^{119},
182
                           (p) (CR^{116}R^{116})_r C(O)O(CR^{116}R^{116})_t R^{119}, (q) (CR^{116}R^{116})_r NR^{116}C(O)(CR^{116}R^{116})_t R^{119},
183
                           (r) (CR^{116}R^{116})_rC(O)NR^{116}(CR^{116}R^{116})_tR^{119}, (s) (CR^{116}R^{116})_rC(=NR^{116})(
184
                           CR^{116}R^{116})_{t}R^{119}, (t) (CR^{116}R^{116})_{r}C(=NNR^{116}R^{116})(CR^{116}R^{116})_{t}R^{119},
185
                           (u) (CR^{116}R^{116})_rC(=NNR^{116}C(O)R^{116})(CR^{116}R^{116})_tR^{119}, (v) (CR^{116}R^{116})_rC(=NOR^{119})(CR^{116}R^{116})_tR^{119})
186
                           CR^{116}R^{116})_{t}R^{119}, (w) (CR^{116}R^{116})_{r}NR^{116}C(O)O(CR^{116}R^{116})_{t}R^{119},
187
                           (x) (CR^{116}R^{116})_rOC(O)NR^{116}(CR^{116}R^{116})_tR^{119},
188
                           (y) (CR^{116}R^{116})_rNR^{116}C(O)NR^{116}(CR^{116}R^{116})_tR^{119},
189
                           (z) (CR^{116}R^{116})_tNR^{116}S(O)_p(CR^{116}R^{116})_tR^{119},
190
                           (aa) (CR^{116}R^{116})_rS(O)_pNR^{116}(CR^{116}R^{116})_tR^{119},
191
                           (bb) (CR^{116}R^{116})_rNR^{116}S(O)_pNR^{116}(CR^{116}R^{116})_tR^{119}, (cc) (CR^{116}R^{116})_rNR^{116}R^{116},
192
                           (dd) C_{1-6} alkyl, (ee) C_{2-6} alkenyl, (ff) C_{2-6} alkynyl, (gg) (CR^{116}R^{116})_{\Gamma}-C_{3-10} saturated,
193
                           unsaturated, or aromatic carbocycle, and (hh) (CR<sup>116</sup>R<sup>116</sup>)<sub>r</sub>-3-10 membered saturated,
194
                           unsaturated, or aromatic heterocycle containing one or more heteroatoms selected
195
                            from the group consisting of nitrogen, oxygen, and sulfur,
196
                                     wherein any of (dd)-(hh) optionally is substituted with one or more R<sup>119</sup>
197
198
                                     groups;
                  alternatively, two R<sup>117</sup> groups may form –O(CH<sub>2</sub>)<sub>u</sub>O-;
199
                  R<sup>118</sup> is selected from the group consisting of:
200
                            (a) H, (b) C<sub>1-6</sub> alkyl, (c) C<sub>2-6</sub> alkenyl, (d) C<sub>2-6</sub> alkynyl, (e) C<sub>3-10</sub> saturated, unsaturated,
201
                           or aromatic carbocycle, (f) 3-10 membered saturated, unsaturated, or aromatic
202
                           heterocycle containing one or more heteroatoms selected from the group consisting
203
                            of nitrogen, oxygen, and sulfur, (g) -C(O)-C_{1-6} alkyl, (h) -C(O)-C_{1-6} alkenyl, (g) -
204
                           C(O)-C<sub>1-6</sub> alkynyl, (i) -C(O)-C<sub>3-10</sub> saturated, unsaturated, or aromatic carbocycle,
205
                            and (j) -C(O)-3-10 membered saturated, unsaturated, or aromatic heterocycle
206
                            containing one or more heteroatoms selected from the group consisting of nitrogen,
207
208
                            oxygen, and sulfur,
                                     wherein any of (b)-(j) optionally is substituted with one or more moieties
209
                                     selected from the group consisting of: (aa) H, (bb) F, (cc) Cl, (dd) Br, (ee) I,
210
```

211	(ff) CN, (gg) NO <sub>2</sub> , (hh) OH, (ii) NH <sub>2</sub> , (jj) NH(C <sub>1-6</sub> alky(l), (kk)
212	$N(C_{1-6} \text{ alky}(1)_2, (11) C_{1-6} \text{ alkoxy}, (mm) \text{ aryl}, (nn) \text{ substituted aryl}, (00)$
213	heteroaryl, (pp) substituted heteroaryl, and (qq) C <sub>1-6</sub> alkyl, optionally
214	substituted with one or more moieties selected from the group consisting of
215	aryl, substituted aryl, heteroaryl, substituted heteroaryl, F, Cl, Br, I, CN, NO2,
216	and OH;
217	R <sup>119</sup> , at each occurrence, independently is selected from the group consisting of:
218	(a) R <sup>120</sup> , (b) C <sub>1-6</sub> alkyl, (c) C <sub>2-6</sub> alkenyl, (d) C <sub>2-6</sub> alkynyl, (e) C <sub>3-10</sub> saturated,
219	unsaturated, or aromatic carbocycle, and (f) 3-10 membered saturated, unsaturated, or
220	aromatic heterocycle containing one or more heteroatoms selected from the group
221	consisting of nitrogen, oxygen, and sulfur,
222	wherein any of (b)-(f) optionally is substituted with one or more R <sup>119</sup> groups;
223	R <sup>120</sup> , at each occurrence, independently is selected from the group consisting of:
224	(a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) $(CR^{116}R^{116})_rCF_3$ , (h) $(CR^{116}R^{116})_rCN$ ,
225	(i) $(CR^{116}R^{116})_rNO_2$ , (j) $(CR^{116}R^{116})_rNR^{116}R^{116}$ , (k) $(CR^{116}R^{116})_rOR^{114}$ ,
226	(l) $(CR^{116}R^{116})_rS(O)_pR^{116}$ , (m) $(CR^{116}R^{116})_rC(O)R^{116}$ , (n) $(CR^{116}R^{116})_rC(O)OR^{116}$ ,
227	(o) $(CR^{116}R^{116})_rOC(O)R^{116}$ , (p) $(CR^{116}R^{116})_rNR^{116}C(O)R^{116}$ ,
228	(q) $(CR^{116}R^{116})_rC(O)NR^{116}R^{116}$ , (r) $(CR^{116}R^{116})_rC(=NR^{116})R^{116}$ ,
229	(s) $(CR^{116}R^{116})_rNR^{116}C(O)NR^{116}R^{116}$ , (t) $(CR^{116}R^{116})_rNR^{116}S(O)_pR^{116}$ ,
230	(u) $(CR^{116}R^{116})_rS(O)_pNR^{116}R^{116}$ , (v) $(CR^{116}R^{116})_rNR^{116}S(O)_pNR^{116}R^{116}$ ,
231	(w) $C_{1-6}$ alkyl, (x) $C_{2-6}$ alkenyl, (y) $C_{2-6}$ alkynyl, (z) $(CR^{116}R^{116})_{\Gamma}-C_{3-10}$ saturated,
232	unsaturated, or aromatic carbocycle, and (aa) (CR <sup>116</sup> R <sup>116</sup> ) <sub>r</sub> -3-10 membered saturated,
233	unsaturated, or aromatic heterocycle containing one or more heteroatoms selected
234	from the group consisting of nitrogen, oxygen, and sulfur,
235	wherein any of (w)-(aa) optionally is substituted with one or more moieties
236	selected from the group consisting of R <sup>116</sup> , F, Cl, Br, I, CN, NO <sub>2</sub> , –OR <sup>116</sup> , –
237	$NH_2$ , $-NH(C_{1-6}$ alkyl), $-N(C_{1-6}$ alkyl) <sub>2</sub> , $C_{1-6}$ alkoxy, $C_{1-6}$ alkylthio, and
238	C <sub>1-6</sub> acyl;
239	R <sup>121</sup> , at each occurrence, independently is selected from the group consisting of:

```
(a) H, (b) -OR^{118}, (c) -O-C_{1-6} alkyl-OC(O)R^{118}, (d) -O-C_{1-6} alkyl-OC(O)OR^{118},
240
                            (e) -O-C_{1-6} alkyl-OC(O)NR^{118}R^{118}, (f) -O-C_{1-6} alkyl-C(O)NR^{118}R^{118}, (g) -O-C_{1-6}
241
                            C_{1-6} alkyl-NR<sup>118</sup>C(O)R<sup>118</sup>, (h) -O-C<sub>1-6</sub> alkyl-NR<sup>118</sup>C(O)OR<sup>118</sup>, (i) -O-C<sub>1-6</sub> alkyl-
242
                            NR^{118}C(O)NR^{118}R^{118}, (j) -O-C_{1-6} alkyl-NR^{118}C(=N(H)NR^{118}R^{118}, (k) -O-C_{1-6} alkyl-
243
                            S(O)_{n}R^{118}, (1) -O-C_{2-6} alkenyl-OC(O)R^{118}, (m) -O-C_{2-6} alkenyl-OC(O)OR^{118}, (n) -
244
                            O-C_{2-6} alkenyl-OC(O)NR^{118}R^{118}, (o) -O-C_{2-6} alkenyl-C(O)NR^{118}R^{118}, (p) -O-C_{2-6}
245
                            C_{2-6} alkenyl-NR<sup>118</sup>C(O)R<sup>118</sup>, (q) -O-C_{2-6} alkenyl-NR<sup>118</sup>C(O)OR<sup>118</sup>, (r) -O-
246
                            C_{2-6} alkenyl-NR<sup>118</sup>C(O)NR<sup>118</sup>R<sup>118</sup>, (s) -O-C_{2-6} alkenyl-NR<sup>118</sup>C(=N(H)NR<sup>118</sup>R<sup>118</sup>,
247
                            (t) -O-C_{2-6} alkenyl-S(O)_p R^{118},
248
                            (u) -O-C_{2-6} alkynyl-OC(O)R^{118}, (v) -O-C_{2-6} alkynyl-OC(O)OR^{118},
249
                            (w) -O-C_{2-6} alkynyl-OC(O)NR^{118}R^{118}, (x) -O-C_{2-6} alkynyl-C(O)NR^{118}R^{118}, (y) -O-C_{2-6}
250
                            C_{2-6} alkynyl-NR<sup>118</sup>C(O)R<sup>118</sup>, (z) -O-C_{2-6} alkynyl-NR<sup>118</sup>C(O)OR<sup>118</sup>, (aa) -O-
251
                            C_{2-6} alkynyl-NR<sup>118</sup>C(O)NR<sup>118</sup>R<sup>118</sup>,
252
                            (bb) -O-C_{2-6} alkynyl-NR^{118}C(=N(H)NR^{118}R^{118}, (cc) -O-C_{2-6} alkynyl-S(O)_pR^{118}; and
253
                            (dd) -NR^{118}R^{118}:
254
                  alternatively, two R<sup>121</sup> groups taken together form =O, =NOR<sup>118</sup>, or =NNR<sup>118</sup>R<sup>118</sup>;
255
                  R^{122} is R^{115}:
256
                   R<sup>123</sup> is selected from the group consisting of:
257
                            (a) R<sup>116</sup>, (b) F, (c) Cl, (d) Br, (e) I, (f) CN, (g) NO<sub>2</sub>, and (h) -OR<sup>114</sup>;
258
                  alternatively, R<sup>122</sup> and R<sup>123</sup> taken together are -O(CH<sub>2</sub>)<sub>u</sub>O-;
259
                  R<sup>124</sup>, at each occurrence, independently is selected from the group consisting of:
260
                            (a) H, (b) F, (c) Cl, (d) Br, (e) I, (f) CN, (g) -OR^{114}, (h) -NO_2, (i) -NR^{114}R^{114}, (j) C_{1-6}
261
                            alkyl, (k) C_{1-6} acyl, and (l) C_{1-6} alkoxy;
262
                  R<sup>125</sup> is selected from the group consisting of:
263
                            (a) C_{1-6} alkyl, (b) C_{2-6} alkenyl, (c) C_{2-6} alkynyl, (d) C_{1-6} acyl, (e) C_{1-6} alkoxy,
264
                            (f) C_{1-6} alkylthio, (g) saturated, unsaturated, or aromatic C_{5-10} carbocycle,
265
                            (h) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or
266
                            more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,
267
                            (i) -O-C<sub>1-6</sub> alkyl-saturated, unsaturated, or aromatic 5-10 membered heterocycle
268
                            containing one or more heteroatoms selected from the group consisting of nitrogen,
269
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oxygen, and sulfur, (j) -NR<sup>114</sup>-C<sub>1-6</sub> alkyl-saturated, unsaturated, or aromatic 5-10
270
                        membered heterocycle containing one or more heteroatoms selected from the group
271
                        consisting of nitrogen, oxygen, and sulfur, (k) saturated, unsaturated, or aromatic 10-
272
                        membered bicyclic ring system optionally containing one or more heteroatoms
273
                        selected from the group consisting of nitrogen, oxygen, and sulfur, (1) saturated,
274
                        unsaturated, or aromatic 13-membered tricyclic ring system optionally containing
275
                        one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and
276
                        sulfur, (m) - OR^{114},
277
                        (n) -NR^{114}R^{114}, (o) -S(O)_pR^{114}, and (p) -R^{124},
278
                                wherein any of (a)-(l) optionally is substituted with one or more R<sup>115</sup> groups;
279
                alternatively, R<sup>125</sup> and one R<sup>124</sup> group, taken together with the atoms to which they are
280
        bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one
281
        or more R<sup>115</sup> groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or
282
        more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally
283
        substituted with one or more R<sup>115</sup> groups;
284
                R<sup>126</sup> at each occurrence, independently is selected from the group consisting of:
285
                        (a) hydrogen, (b) an electron-withdrawing group, (c) aryl, (d) substituted aryl,
286
                        (e) heteroaryl, (f) substituted heteroaryl, and (g) C<sub>1-6</sub> alkyl, optionally substituted
287
                        with one or more R<sup>115</sup> groups;
288
                alternatively, any R<sup>126</sup> and any R<sup>123</sup>, taken together with the atoms to which they are bonded,
289
        form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more
290
        R<sup>115</sup> groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms
291
        selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with
292
        one or more R<sup>115</sup> groups;
293
                R<sup>109</sup> is H or F;
294
                R<sup>127</sup> is R<sup>114</sup>, a monosaccharide or disaccharide (including amino sugars and halo sugar(s), -
295
                (CH_2)_n-(O-CH_2CH_2-)_m-O(CH_2)_pCH_3 or -(CH_2)_n-(O-CH_2CH_2-)_m-OH
296
                R^{128} is R^{114}
297
                R^{129} is R^{114}
298
                R^{110} is R^{114}
299
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Alternatively, R<sup>109</sup> and R<sup>110</sup> taken together with the carbons to which they are attached form:

301

302

303

304

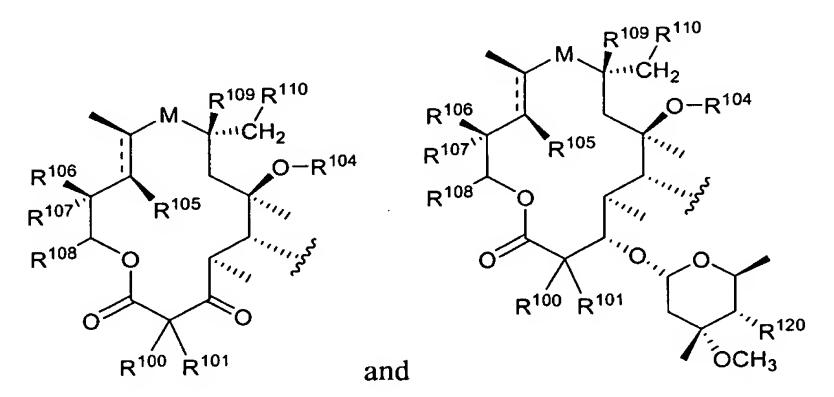
Alternately, R<sup>128</sup> and R<sup>129</sup> together with the carbons to which they are attached form a 3-6 membered saturated, unsaturated or aromatic carbocyclic or heterocyclic ring which may optionally be substituted with one or more R<sup>114</sup> groups;

305

- 306 m, at each occurrence is 0, 1, 2, 3, 4, or 5;
- n, at each occurrence is 1, 2, or 3.

308

1 14. (Currently amended) A compound according to any one of claims 1-13 claim 1, wherein T is a macrolide selected from the group consisting of:



3

4

or an *N*-oxide pharmaceutically acceptable salt, ester, or prodrug thereof, wherein M, R<sup>100</sup>, R<sup>101</sup>, R<sup>104</sup>, R<sup>105</sup>, R<sup>106</sup>, R<sup>107</sup>, R<sup>108</sup>, R<sup>109</sup>, R<sup>110</sup>, and R<sup>120</sup> are as described in claim 13.

6

5

1 15. (Currently amended) A compound according to any one of claims 1-14claim 1,
2 wherein T is a macrolide selected from the group consisting of:

- or an N-oxide pharmaceutically acceptable salt, ester, or prodrug thereof,
- wherein M, R<sup>100</sup>, R<sup>101</sup>, R<sup>102</sup>, R<sup>104</sup>, R<sup>109</sup>, R<sup>114</sup>, R<sup>126</sup> and R<sup>127</sup> are as described in claim 13.

1 16. (Currently amended) A compound according to any one of claims 1-15 claim 1,
wherein T is a macrolide selected from the group consisting of:

1 I

or an N-oxide pharmaceutically acceptable salt, ester, or prodrug thereof,

wherein M,  $R^1$ ,  $R^2$ ,  $R^{104}$ ,  $R^{114}$ ,  $R^{109}$  and  $R^{127}$  are as described in claim 13.

17. (Currently amended) A compound according to any-one-of claims 1-16 claim 1, wherein T is a macrolide selected from the group consisting of T1 through T33:

**T7** 

$$H_2N$$

$$H_0$$

or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof.

	18.	(Original) A compound having the structure corresponding to any one of the				
2	structures list	structures listed in Table 1 or 13, or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug				
3	thereof.					
1						
l	. 19.	(Currently amended) A pharmaceutical composition comprising a compound				
2	according to	any one of claims 1-18 claim 1 and a pharmaceutically acceptable carrier.				
3						
l	20.	(Currently amended) A method for treating or preventing a disease state in a				
2	mammal com	prising administering to a mammal in need thereof an effective amount of a compound				
3	according to	any one of claims 1-18 claim 1.				
4						
l	21.	(Currently amended) A method of treating a microbial infection in a mammal				
2	comprising a	dministering to the mammal an effective amount of a compound according to any one				
3	of claims 1-1	8claim 1.				
1						
1	22.	(Currently amended) A method of treating a fungal infection in a mammal				
2	comprising a	dministering to the mammal an effective amount of a compound according to any one				
3	of claims 1-1	8claim 1.				
4						
1	23.	(Currently amended) A method of treating a parasitic disease in a mammal				
2	comprising a	dministering to the mammal an effective amount of a compound according to any one				
3	of-claims 1-18claim 1.					
4						
1	24.	(Currently amended) A method of treating a proliferative disease in a mammal				
2	comprising a	dministering to the mammal an effective amount of a compound according to any one				
3	o <del>f claims 1-1</del>	8claim 1.				
4						
1	Misn	umbered Claim 24. (Canceled)				
2						
1	Clain	ns 25 – 31 (Canceled)				

2		
1	32.	(New) A method of treating a viral infection in a mammal comprising administering
2	to the mamma	al an effective amount of a compound according to claim 1.
3		
1	33.	(New) A method of treating an inflammatory disease in a mammal comprising
2	administering	to the mammal an effective amount of a compound according to claim 1.
3		
1	34.	(New) A method of treating a gastrointestinal motility disorder in a mammal
2	comprising ac	Iministering to the mammal an effective amount of a compound according to claim 1.
3		
1	35.	(New) A method of treating or preventing a disease state in a mammal caused or
2	mediated by a	nonsense or missense mutation comprising administering to a mammal in need
3	thereof an eff	ective amount of a compound according to claim 1 to suppress expression of the
4	nonsense or n	nissense mutation.
5		
1	36.	(New) The method according to claim 20 wherein the compound is administered
2	orally, parent	ally, or topically.
3		
1	37.	(New) A method of synthesizing a compound according to claim 1.
2		
1	38.	(New) A medical device containing a compound according to claim 1.
2		
1	39.	(New) The medical device according to claim 38, wherein the device is a stent.